

NEWMARKET CORP
Form 11-K
June 15, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 11-K

X **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Fiscal Year Ended December 31, 2010

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission File Number 333-98435-99

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
SAVINGS PLAN FOR THE EMPLOYEES

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OF NEWMARKET CORPORATION AND AFFILIATES

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

NEWMARKET CORPORATION

330 SOUTH FOURTH STREET

RICHMOND, VIRGINIA 23219-4350

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Savings Plan for the Employees of NewMarket Corporation and Affiliates

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are not included because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Administrator of the

Savings Plan for the Employees of NewMarket Corporation and Affiliates

We have audited the accompanying statements of net assets available for benefits of the Savings Plan for the Employees of NewMarket Corporation and Affiliates (the Plan) as of December 31, 2010 and December 31, 2009 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and December 31, 2009, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule as listed in the Index of Financial Statements and Supplemental Schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Keiter, Stephens, Hurst, Gary & Shreaves, P.C.

Glen Allen, Virginia

June 15, 2011

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Statements of Net Assets Available for Benefits****December 31, 2010 and December 31, 2009**

| | 2010 | 2009 |
|---|-----------------------|-----------------------|
| Assets | | |
| Cash | \$ 160 | \$ 18,299 |
| Investments, at fair value (Notes 3 and 4) | 263,318,205 | 233,661,242 |
| Receivables | | |
| Employee contributions | 0 | 12,904 |
| Employer contributions | 0 | 5,174 |
| Interest and dividends | 416,376 | 373,311 |
| Notes receivable from participants | 1,352,726 | 1,210,243 |
| Total assets | 265,087,467 | 235,281,173 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 2) | 0 | 2,925,539 |
| Net assets available for benefits | \$ 265,087,467 | \$ 238,206,712 |

The accompanying notes are an integral part of the financial statements.

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Statements of Changes in Net Assets Available for Benefits****Years Ended December 31, 2010 and December 31, 2009**

| | 2010 | 2009 |
|--|--------------------|--------------------|
| Additions to net assets attributed to | | |
| Net appreciation in fair value of investments (Note 4) | \$ 24,797,749 | \$ 91,831,287 |
| Investment income - interest and dividends | 4,900,106 | 3,502,336 |
| Interest income on notes receivable to participants | 73,328 | 84,206 |
| Contributions | | |
| Employees | 7,185,956 | 6,643,429 |
| Employer, net of forfeitures | 2,889,403 | 2,739,338 |
| Total additions | 39,846,542 | 104,800,596 |
| Deductions from net assets attributed to | | |
| Benefit payments | (13,554,446) | (9,154,759) |
| Total deductions | (13,554,446) | (9,154,759) |
| Net increase | 26,292,096 | 95,645,837 |
| Net assets available for benefits | | |
| At beginning of year | 238,206,712 | 142,560,875 |
| Plan transfer in | 588,659 | 0 |
| At end of year | \$ 265,087,467 | \$ 238,206,712 |

The accompanying notes are an integral part of the financial statements.

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Savings Plan for the Employees of NewMarket Corporation and Affiliates

Notes to Financial Statements

December 31, 2010 and December 31, 2009

**1. Description of Plan
General**

The Savings Plan for the Employees of NewMarket Corporation and Affiliates (the Plan) is a defined contribution plan covering all eligible employees of NewMarket Corporation and certain subsidiaries (the Company or NewMarket). Employees become eligible to participate on their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974. Information regarding Plan benefits, priority of distributions upon termination of the Plan, and vesting is provided in the Plan document, which is available at the main office of the Plan administrator at 330 South Fourth Street, Richmond, Virginia 23219.

Effective November 3, 1997, Bank of America, N.A., (formerly Merrill Lynch Bank and Trust Company, FSB) was appointed investment manager and trustee and Merrill Lynch, Pierce, Fenner & Smith, Inc. was appointed recordkeeper.

A subsidiary of the Company acquired 100% of Polartech Additives, Inc. on March 5, 2010. All employees of Polartech Additives, Inc. are eligible to participate in the Plan in accordance with its terms. On October 18, 2010, the Board of Directors approved the merger of the Polartech Additives, Inc. 401(k) Plan (the Polartech Plan) into the Plan effective November 30, 2010 or as soon thereafter as practicable. As a result, investment balances of \$588,659 were transferred from the Polartech Plan into the Plan in early December, 2010, including participant loan balances totalling \$18,875.

Contributions

Participants in the Plan may make pre-tax contributions from 1% to 50% of their base pay, as defined in the Plan document. Participants may make after-tax contributions from 1% to 15% of their base pay. Participants who are deemed highly compensated are limited to contributions of 10% of their base pay on both a pre-tax and after-tax basis. Any combination of pre-tax and after-tax contributions is subject to the 10%, 15%, or 50% limits. In addition, federal law places a dollar limit on the amount of pre-tax contributions an individual can make to 401(k) plans during a calendar year. NewMarket may also impose an annual Plan contribution limitation that is lower than the maximum federal limitation. For 2010 and 2009, both the federal and plan combined pre-tax and after-tax contribution limit was \$24,500. The maximum pre-tax federal limit was \$16,500. Effective July 1, 2003, participants who have attained age 50 may make catch-up contributions in a dollar amount established by the Internal Revenue Service (\$5,500 for each of 2010 and 2009).

NewMarket contributes 50% of the first 10% of base pay that a participant contributes to the Plan. Contributions made by NewMarket are invested in the NewMarket Corporation Common Stock Fund. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participant contributions are 100% vested at all times while contributions made by NewMarket are 40% vested after two years of service, 60% vested after three years of service, 80% vested after four years of service and 100% vested after five years of service.

Administration Expenses

Costs of administering the Plan include investment-related compensation received by the recordkeeper from the various mutual funds held in the plan.

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Savings Plan for the Employees of NewMarket Corporation and Affiliates

Notes to Financial Statements

December 31, 2010 and December 31, 2009

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's contributions, as well as allocations of Plan earnings or losses and trading fees. Allocations are based on account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Benefit Payments

Benefits are recorded when paid. Participants may decide whether benefits will be received directly in the form of a lump sum or rolled over to an individual retirement account or another qualified plan.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as transfers between the investment fund and the loan fund. Loans are made over a period not to exceed five years. The loans are collateralized by the balance in the participant's account and bear a reasonable fixed rate of interest determined by the Plan administrator based on a rate of return commensurate with the prevailing interest rate charged on similar commercial loans by persons in the business of lending money. Notes receivable from participants are measured at their unpaid principal balances plus accrued but unpaid interest. Interest rates on participant loans ranged from 4.25% to 12.00% at December 31, 2010 and 4.25% to 9.25% at December 31, 2009. Interest rates are determined as of the date of the loan. Principal and interest are paid through payroll deductions. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is necessary.

Forfeitures

Participants who leave NewMarket before becoming fully vested in NewMarket contributions forfeit the value of their nonvested account. Forfeitures during a Plan year can serve to reduce required Company contributions and/or to cover Plan administrative expenses. The forfeiture balance was \$4,810 at December 31, 2010 and \$180 at December 31, 2009. Forfeitures that reduced the Company's contributions were \$36,453 for 2010 and \$47,469 for 2009.

Employee Stock Ownership Plan Feature

Effective October 22, 2009, NewMarket amended the Plan to designate a portion of the Plan's assets as an employee stock ownership plan (ESOP). The portion of the Plan assets designated as an ESOP is comprised of NewMarket Corporation common stock. All dividends with a record date on or after December 1, 2009 declared on NewMarket Corporation common stock held in the ESOP are fully vested without regard to whether any other portion of the ESOP or any participant's account is vested. In addition, with respect to those dividends, participants are permitted to make an election to receive those dividends or to have those dividends reinvested in the ESOP. Under the amendment and effective January 1, 2010, a participant may request the liquidation and transfer of all or a portion of his or her investment in the ESOP to an alternate investment fund at any time. Further, a participant may request that his or her ESOP benefits be distributed in the form of NewMarket Corporation Common Stock. In addition to a participant's after-tax, pre-tax and rollover accounts, loans are available under the ESOP from the portion of a participant's account attributable to dividends with a record date on or after December 1, 2009, declared on shares of NewMarket Corporation common stock held in the ESOP.

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Savings Plan for the Employees of NewMarket Corporation and Affiliates

Notes to Financial Statements

December 31, 2010 and December 31, 2009

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

The investments in all funds of the Plan are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants at the measurement date. Investments are reflected at fair value in the financial statements, except for fully benefit-responsive investment contracts which are stated at contract value. Security transactions are recorded as of the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits, because contract value represents the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract-value basis.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various mutual fund and commingled trust fund investment options in stocks, bonds and fixed income securities, as well as direct common stock investments. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Adoption of New Accounting Guidance

At December 31, 2010, the Plan adopted new accounting guidance that requires participant loans to be classified as notes receivable from participants and measured at their unpaid principal balances plus any accrued but unpaid interest. Previously, participant loans were treated as investments and reported at fair value. The Plan has reclassified participant loans from investments as of December 31, 2010 and December 31, 2009. The implementation of these new accounting provisions did not have a material effect on the Plan's financial statements.

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Savings Plan for the Employees of NewMarket Corporation and Affiliates

Notes to Financial Statements

December 31, 2010 and December 31, 2009

3. Fair Value Measurements

The following is a description of valuation methodologies used for fair value measurement of investments:

| | |
|------------------------|---|
| Common stock | Common stock is valued at the closing price reported on the New York Stock Exchange. |
| Mutual funds | Mutual funds are valued at the closing price reported on the NASDAQ. |
| Commingled trust funds | Commingled trust funds are valued daily at the net asset value of shares or units held by the Plan based on quoted market value of the underlying assets. |

The valuation methodologies described above may generate a fair value calculation that may not be indicative of net realizable value or future fair values. While the Plan believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts.

The following tables provide information by level on the fair value of the Plan's investments.

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Notes to Financial Statements****December 31, 2010 and December 31, 2009**

| | Fair Value December 31, 2010 | Fair Value Measurements Using | | |
|---|------------------------------------|-------------------------------|--------------|---------|
| | | Level 1 | Level 2 | Level 3 |
| Mutual funds: | | | | |
| Value funds | \$ 34,914,708 | \$ 34,914,708 | \$ 0 | \$ 0 |
| Fixed income funds | 32,639,155 | 32,639,155 | 0 | 0 |
| Growth funds | 24,496,892 | 24,496,892 | 0 | 0 |
| Balanced funds | 3,158,968 | 3,158,968 | 0 | 0 |
| Total mutual funds | 95,209,723 | 95,209,723 | 0 | 0 |
| Common stock | 102,809,924 | 102,809,924 | 0 | 0 |
| Commingled trust funds: | | | | |
| Fixed income funds | 42,211,126 | 42,211,126 | 0 | 0 |
| Blended funds | 23,087,423 | 20,641,980 | 2,445,443 | 0 |
| Government obligations and commercial paper | 9 | 0 | 9 | 0 |
| | 65,298,558 | 62,853,106 | 2,445,452 | 0 |
| Total investments at fair value | \$ 263,318,205 | \$ 260,872,753 | \$ 2,445,452 | \$ 0 |

| | Fair Value December 31, 2009 | Fair Value Measurements Using | | |
|---|------------------------------------|-------------------------------|---------------|------------|
| | | Level 1 | Level 2 | Level 3 |
| Mutual funds: | | | | |
| Value funds | \$ 27,821,807 | \$ 27,821,807 | \$ 0 | \$ 0 |
| Fixed income funds | 27,507,185 | 27,507,185 | 0 | 0 |
| Growth funds | 21,210,594 | 21,210,594 | 0 | 0 |
| Balanced funds | 3,769,701 | 3,769,701 | 0 | 0 |
| Total mutual funds | 80,309,287 | 80,309,287 | 0 | 0 |
| Common stock | 93,049,197 | 93,049,197 | 0 | 0 |
| Commingled trust funds: | | | | |
| Guaranteed investment contracts | 37,618,322 | 3,022 | 37,506,774 | 108,526 |
| Blended funds | 20,829,178 | 18,465,722 | 2,363,456 | 0 |
| Government obligations and commercial paper | 1,855,258 | 0 | 1,855,258 | 0 |
| | 60,302,758 | 18,468,744 | 41,725,488 | 108,526 |
| Total investments at fair value | \$ 233,661,242 | \$ 191,827,228 | \$ 41,725,488 | \$ 108,526 |

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Notes to Financial Statements****December 31, 2010 and December 31, 2009**

The following table provides a summary of changes in the fair value of the Plan's Level 3 assets.

| | Commingled Trust Funds |
|---|-----------------------------------|
| Balance - January 1, 2009 | \$ 128,878 |
| Realized gains/(losses) | 0 |
| Changes in unrealized appreciation/(depreciation) | (53,144) |
| Net purchases/(sales)/issuances/(settlements) | 12,127 |
| Net transfers in/(out) of Level 3 | 20,665 |
| | |
| Balance - January 1, 2010 | 108,526 |
| Realized gains/(losses) | 49 |
| Changes in unrealized appreciation/(depreciation) | 6,007 |
| Purchases | 13,212 |
| Sales | (127,794) |
| | \$ 0 |

4. Investments

Participants currently in the Plan may invest their Plan account in any of the active 11 mutual funds, 3 commingled trust funds, and 1 common stock fund, or in any combination thereof. Investments also include 2 common stock funds, in which new investments are prohibited. Participants may invest their own contributions to the Plan (Pre-Tax, Catch-up, After-Tax and Rollover Accounts) in these active investment funds in one percent increments and may transfer among the active funds at any time. Contributions made by NewMarket are invested in the NewMarket Corporation Common Stock Fund.

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Notes to Financial Statements****December 31, 2010 and December 31, 2009**

The following table presents investments held at year-end that represent at least five percent (5%) or more of net assets available for benefits at December 31.

| | 2010 | 2009 |
|--|---------------|---------------|
| NewMarket Corporation Common Stock Fund (Note 8) | \$ 86,283,527 | \$ 80,978,039 |
| Merrill Lynch Retirement Preservation Trust | * | 39,473,580 |
| Merrill Lynch Equity Index Trust | 20,641,980 | 18,465,722 |
| Invesco Stable Value Retirement Fund | 42,211,127 | ** |
| Albemarle Corporation Common Stock | 15,376,632 | * |
| PIMCO Total Return Fund | 27,669,722 | 27,507,185 |
| Oakmark International Fund | 13,911,633 | * |

* Represents less than 5% of Plan assets

** Represents a new investment of the Plan in 2010

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows.

| | 2010 | 2009 |
|------------------------|---------------|---------------|
| Common stock | \$ 13,224,678 | \$ 74,762,933 |
| Mutual funds | 8,720,459 | 12,674,887 |
| Commingled trust funds | 2,852,612 | 4,393,467 |
| | \$ 24,797,749 | \$ 91,831,287 |

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Notes to Financial Statements****December 31, 2010 and December 31, 2009****5. Non-participant Directed Investment**

Information about net assets and the significant components of the changes in net assets relating to the non-participant directed investments in the NewMarket Corporation Common Stock Fund (see Note 8) is as follows.

| | 2010 | 2009 |
|---|---------------|---------------|
| Net assets: | | |
| Investment in NewMarket Corporation Common Stock Fund | \$ 58,188,595 | \$ 56,881,809 |
| Dividend receivable | 307,152 | 264,695 |
| Employer contribution receivable | 0 | 5,174 |
| | \$ 58,495,747 | \$ 57,151,678 |
| Increases in fund assets: | | |
| Employer s contributions | \$ 2,889,403 | \$ 2,639,897 |
| Investment income | 42,457 | 630,555 |
| Net appreciation in fair value of investments | 4,189,314 | 47,762,260 |
| Total additions | 7,121,174 | 51,032,712 |
| Decreases in fund assets: | | |
| Benefit payments | (1,768,822) | (1,917,531) |
| Net increase prior to transfers | 5,352,352 | 49,115,181 |
| Interfund transfers to participant directed investments | (4,008,284) | (14,353,234) |
| Net increase | \$ 1,344,068 | \$ 34,761,947 |

6. Tax Status

The Internal Revenue Service has determined and informed the Plan administrator by letter dated March 28, 2003 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions that became effective in 2009 and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2010 or December 31, 2009.

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Notes to Financial Statements****December 31, 2010 and December 31, 2009****7. Plan Termination**

Although it has not expressed any intent to do so, NewMarket has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974. In the event of Plan termination, participants will become 100% vested in their account balances and the assets of the Plan shall be allocated to participants in proportion to their account balances as of the effective date of termination.

8. Related-Party Transactions

Certain Plan investments are shares of investment funds managed by Bank of America, N.A., the trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Investments in the NewMarket Corporation Common Stock Fund represent investments in shares of common stock of NewMarket Corporation, the Plan sponsor. The table below shows the activity in the NewMarket Corporation Common Stock Fund (both participant directed and non-participant directed) during 2010 and 2009.

| | Shares | Amount |
|-----------------------------|-----------|---------------|
| Balance - January 1, 2009 | 951,802 | \$ 33,227,418 |
| Purchases | 352,565 | 21,426,205 |
| Distributions and sales | (598,799) | (43,590,488) |
| Appreciation | 0 | 69,914,904 |
| Balance - December 31, 2009 | 705,568 | 80,978,039 |
| Purchases | 302,372 | 31,101,886 |
| Distributions and sales | (308,552) | (32,626,870) |
| Appreciation | 0 | 6,830,472 |
| Balance - December 31, 2010 | 699,388 | \$ 86,283,527 |

9. Subsequent Events

The Plan Sponsor's management has evaluated subsequent events through the date the financial statements were issued.

Table of Contents**Savings Plan for the Employees of NewMarket Corporation and Affiliates****Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

December 31, 2010

EIN: 20-0812170 PN: 002

| (b) Identity of issuer, borrower, | | | | (e) Current value |
|-----------------------------------|---|---|---------------|-------------------|
| (a) | lessor or similar party | (c) Description | (d) Cost ** | |
| * | NewMarket Corporation | Common stock; no par value (699,388 shares) | \$ 27,522,327 | \$ 86,283,527 |
| | Tredegar Corporation | Common stock; no par value (59,327 shares) | | 1,149,765 |
| | Albemarle Corporation | Common stock; \$.01 par value (275,666 shares) | | 15,376,632 |
| * | Merrill Lynch Retirement Preservation Trust | Collective trust (9 units) (including guaranteed investment contracts) | | 9 |
| * | Merrill Lynch Equity Index Trust | Collective trust (1,286,105 units) | | 20,641,980 |
| * | Invesco Stable Value Retirement Fund | Collective trust (42,211,127 units) | | 42,211,127 |
| * | Merrill Lynch International Index Trust | Collective trust (136,770 units) | | 2,445,443 |
| | PIMCO Total Return Fund | Mutual fund (2,550,205 units) | | 27,669,722 |
| | Allianz NFJ Small Cap Fund | Mutual fund (260,088 units) | | 7,768,830 |
| | Buffalo Small Cap Fund | Mutual fund (58,007 units) | | 1,520,372 |
| | Dreyfus Bond Market Index | Mutual fund (470,590 units) | | 4,969,433 |
| | Invesco Van Kampen Growth Fund | Mutual fund (400,504 units) | | 7,701,691 |
| | BlackRock Capital Appreciation Fund | Mutual fund (295,412 units) | | 7,024,898 |
| | BlackRock Balanced Capital Fund | Mutual fund (147,753 units) | | 3,158,968 |
| | Franklin Small-Mid Cap Growth Fund | Mutual fund (215,032 units) | | 8,259,373 |
| | Davis New York Venture Fund | Mutual fund (221,743 units) | | 7,692,250 |
| | Oakmark International Fund | Mutual fund (716,725 units) | | 13,911,633 |
| | Perkins Mid Cap Value Fund | Mutual fund (245,129 units) | | 5,532,552 |
| | | | | 263,318,205 |
| | Participant loans | Notes receivable to participants bearing interest at 4.25%-12% annually, maturity dates of 1/20/2011-11/30/2015 | | 1,352,726 |
| | | | | \$ 264,670,931 |

* *Denotes a party in interest to the Plan*

** *Cost information is not required for participant-directed investments*

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SAVINGS PLAN FOR THE EMPLOYEES

OF NEWMARKET CORPORATION AND

AFFILIATES

Date: June 15, 2011

By: /s/ D. A. Fiorenza
David A. Fiorenza
Vice President, Treasurer and Principal
Financial Officer, Member of the
Master Trust Committee

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EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 23 | Consent of Keiter, Stephens, Hurst, Gary & Shreaves, P.C. |